



## Notice of the Annual General Meeting

The shareholders of eQ Plc are convened to the Company's Annual General Meeting (AGM), which will be held on Wednesday 24 March 2021 at 5.00 p.m. at eQ Group's premises, at Aleksanterinkatu 19, Fifth floor, Helsinki.

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*In order to minimise the risk of spreading the coronavirus, eQ Plc shall adopt the following measures in connection with the Annual General Meeting:*

- *eQ Plc's shareholders can follow the AGM through a live webcast stream, and present questions before and during the AGM. A link to the live webcast stream and other AGM materials can be found from the company's webpage: <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset>. The shareholders who participate via the webcast stream will not be counted as attendees at the meeting and it is not possible for a shareholder to vote via the live webcast stream. Shareholder who wishes to join the live webcast stream, shall register for the live webcast stream no later than on 23 March 2021 at 4.00 p.m., by using registration form that can be found on the abovementioned eQ Plc's webpage.*
- *All the presentations in the AGM will be published beforehand on eQ Plc's webpage: <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset>.*
- *We also wish to remind that shareholders of eQ Plc, who control over 60 per cent of the outstanding shares and votes in eQ Plc, have informed that they will vote for the key matters on the AGM agenda.*
- *In order to minimise the risk of spreading the virus, there will be no food or drink serving at the AGM.*
- **Taking into account the current development and impact of the coronavirus, we strongly encourage our shareholders to consider following eQ Plc's AGM via the live webcast stream.**

*The aim of these precautionary measures is to minimise the risk of spreading the virus and to ensure the safety and well-being of eQ Plc's shareholders, staff and other stakeholders.*

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### A. Matters on the agenda of the AGM

At the AGM, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and persons to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, report of the Board of Directors and auditors' report for the year 2020
  - *Presentation of the review by the CEO*
7. Adoption of the annual accounts

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend and resolution on the distribution of the assets from the invested unrestricted equity fund

The distributable means of the parent company on 31 December 2020 totalled EUR 49,830,472.00. The sum consisted of retained earnings of EUR 26,495,131.62 and the means in the reserve of invested unrestricted equity of EUR 23,335,340.38.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.64 per share be paid out. The proposal corresponds to a dividend totalling EUR 24,878,206.72 calculated with the number of shares at the close of the financial year. Additionally, the Board proposes to the AGM that an equity repayment of EUR 0.06 per share be paid out from the reserve of invested unrestricted equity. The proposal corresponds to an equity repayment totalling EUR 2,332,331.88 calculated with the number of shares at the close of the financial year. The dividend and equity repayment shall be paid to those who are registered as shareholders in eQ Plc's shareholder register maintained by Euroclear Finland Ltd on the record date 26 March 2021. The Board proposes 6 April 2021 as the payment date of the dividend and equity repayment.

After the end of the financial period, no essential changes have taken place in the financial position of the company. The Board of Directors feel that the proposed distribution of dividend and equity repayment do not endanger the liquidity of the company.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Handling of the Remuneration Report for Governing Bodies

The Board of Directors presents the Remuneration Report for Governing Bodies to the Annual General Meeting. The Remuneration Report for Governing Bodies shall be published together with the Annual Report by a stock exchange release and it will be available on the company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> no later than 3 March 2021.

11. Handling of the Remuneration Policy for Governing Bodies

The Board of Directors presents the Remuneration Policy for Governing Bodies to the Annual General Meeting for adoption by an advisory decision. The Remuneration Policy for Governing Bodies shall be published together with the Annual Report by a stock exchange release and it will be available on the company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> no later than 3 March 2021.

12. Resolution on the number of members of the Board of Directors

Shareholders of eQ Plc, who control over 60 per cent of the outstanding shares and votes, have made a proposal that six persons be on the Board of Directors.

13. Resolution on the remuneration of the members of the Board of Directors

Shareholders of eQ Plc, who control over 60 per cent of the outstanding shares and votes, propose that the Chair of the Board of Directors receives 5,000 euros per month, Vice Chair of the Board of Directors receives 4,000 euros per month and the members of the Board of Directors receive 3,000 euros per month. In addition, a compensation of 500 euros per meeting is proposed to be paid for all the Board members for each attended Board meeting and travel and accommodation expenses are reimbursed according to the effectual guidelines of eQ Plc.

14. Election of the members of the Board of Directors

Shareholders have made a proposal that Nicolas Berner, Georg Ehrnrooth, Timo Kokkila, Lotta Kopra and Tomas von Rettig are re-elected to the Board of Directors and Janne Larma is elected as new member to the Board of Directors. The term of office of the Board members ends at the close of the next Annual General Meeting.

Janne Larma (born 1965) has been the CEO of eQ Plc since 2011 and will continue in this position until 31 March 2021, after which he is set to become the full-time Chair of the Board of eQ Plc beginning on 1 April 2021. Prior to eQ's CEO, Janne Larma was the Managing Director of Advium Corporate Finance Oy, which

he founded in 2000, and Member of eQ Bank's Management Team in 2004-2009. Prior to that Larma held management position in investment banking in Enskilda Securities (1998-2000), Alfred Berg (1993-1998) and Kansallis-Osake-Pankki (1988-1992). Currently Janne Larma holds several positions of trust, including the following: Notalar Oy, Chair of the Board of Directors, (1995-), Inkoo Shipping Oy, Member of the Board, (2014-), Rettig Group Oy Ab, Member of the Board, (2020-), Svenska handelshögskolan, Member of the Board (2019-) and Meripuolustusäätiö SR, Member of the Board, (2017-). Janne Larma holds a M.Sc. (Econ) degree from Svenska handelshögskolan.

All nominees have given their consent to the proposal. In addition, the nominees have indicated that on selection, they will select Janne Larma as Chair of the Board of Directors and Georg Ehrnrooth as Vice Chair of the Board of Directors.

#### 15. Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor to be elected be paid remuneration according to the auditor's invoice approved by eQ Plc.

#### 16. Election of auditor

The Board of Directors proposes in accordance with its recommendation, that for a term ending at the end of the Annual General Meeting 2022, Authorised Public Accountants KPMG Oy Ab be elected auditor of the Company. The auditor has stated that the auditor with main responsibility will be Tuomas Ilveskoski, APA.

The proposal of the Board of Directors is in its entirety, including the proposal on the election of the auditor, available at the company's webpage: <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset>.

#### 17. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes that the AGM authorises the Board of Directors to decide on a share issue or share issues and/or the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act, comprising a maximum total of 3,500,000 new shares. The amount of the proposed authorisation corresponds to approximately 9.00 per cent of all shares in the Company at the time of this Notice of the AGM.

The authorisation is proposed to be used in order to finance or carry out potential acquisitions or other business transactions, to strengthen the balance sheet and the financial position of the Company, to fulfill Company's incentive schemes or to any other purposes decided by the Board. It is proposed that based on the authorization, the Board decides on all other matters related to the issuance of shares and special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act, including the recipients of the shares or the special rights entitling to shares and the amount of the consideration to be paid. Therefore, based on the authorisation, shares or special rights entitling to shares may also be issued directed i.e. in deviation of the shareholders pre-emptive rights as described in the Companies Act. A share issue may also be executed without payment in accordance with the preconditions set out in the Companies Act.

The authorisation will cancel all previous authorisations to decide on the issuance of shares as well as the issuance of special rights entitling to shares and is effective until the next Annual General Meeting, however no more than 18 months.

#### 18. Closing of the meeting

### **B. Documents of the AGM**

The above mentioned proposals of the Board of Directors and shareholders on the agenda of the AGM as well as this notice are available to shareholders on eQ Plc's website at [www.eq.fi](http://www.eq.fi). eQ Plc's Annual Report, containing the Company's annual accounts, the report of the Board of Directors and the auditors' report together with the Remuneration Report for Governing Bodies and the Remuneration Policy for Governing Bodies are available on the said website no later than 3 March 2021. The proposals of the Board of Directors and shareholders for resolutions and the documents on the annual accounts together with the Remuneration Report for Governing Bodies and the Remuneration Policy for Governing Bodies will also be available at the AGM. Copies of these documents and of this notice will be sent to shareholders upon request.

### C. Instructions to the participants of the AGM

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#### 1. Right to participate and registration

A shareholder who has on 12 March 2021 been registered in the shareholders' register of the Company held by Euroclear Finland Ltd has the right to participate in the AGM. A shareholder whose shares are registered in his/her personal book-entry account in Finland is registered in the shareholders' register of the Company.

A shareholder who wishes to participate in the AGM shall register for the meeting no later than on 19 March 2021 at 10 a.m., by which time the Company shall have received the notice. Such notice can be given

- in writing to eQ Plc, AGM 2021, Aleksanterinkatu 19, 5th floor, 00100 Helsinki, Finland,
- by telephone Mon. to Fri, 10.00 a.m. to 4.00 p.m. +358 9 6817 8737, or
- by e-mail to [yhtiokokous@eq.fi](mailto:yhtiokokous@eq.fi).

In connection with the registration, a shareholder shall notify his/her name, personal ID number or business ID, address, telephone number, and the name of a possible proxy representative and/or assistant. The personal details given by the shareholder to the Company are only used in connection with the AGM and the related necessary registrations.

Shareholder, his/her authorised representative or proxy representative shall at request, be able to prove their identity and/or right to represent at the AGM.

#### 2. Use of proxy representative and powers of attorney

A shareholder may participate in the AGM and exercise his/her rights at the meeting by way of proxy representation. A shareholder and his/her proxy representative may have an assistant at the AGM. A proxy representative shall produce a dated proxy document or otherwise demonstrate his/her right to represent the shareholder at the AGM in a reliable manner. If a shareholder participates in the AGM through several proxy representatives, who represent the shareholder with shares in different book-entry accounts, the shareholder shall, in connection with registration, notify the shares on the basis of which each proxy representative represents the shareholder.

Any proxy documents should be sent to eQ Plc to the above-mentioned registration address as e-mail attachment (e.g. pdf) or by mail before the last registration date.

### 3. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the AGM by virtue of such shares based on which he/she on the AGM record date 12 March 2021 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. In addition, the right to participate in the AGM requires that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 19 March 2021, at 10 a.m. As regards nominee registered shares this shall constitute due registration for the AGM.

A holder of nominee registered shares is advised to request his/her custodian bank well in advance for the necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issue of proxy documents and registration for the AGM. The account management organisation of the custodian bank will register a holder of nominee registered shares, who wants to participate in the AGM, to be temporarily entered into the shareholders' register of the Company at the latest by the time stated above.

### 4. Other instructions and information

Pursuant to chapter 5 section 25 of the Companies Act, a shareholder who is present at the AGM has the right to ask questions on the matters to be considered at the meeting.

On the date of this notice, the total number of eQ Plc's shares and votes is 38 872 198. The Company does not hold its own shares.

Helsinki, 5 February 2021

eQ Plc

Board of Directors